

01000628416

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

19511
JUN 30 1995 10:50 AM

JUN 30 1995 10:50 AM

June 30, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Memorandum of Lease Agreement, dated as of June 20, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

RECEIVED
OFFICE OF THE
SECRETARY

JUN 30 10 18 AM '95

LICENSING BRANCH

Lessee: New Jersey Transit Corporation
One Penn Plaza East
Newark, New Jersey 07105

Lessor: Asea Brown Boveri AG & Co. Leasing KG
Kallstadter Strasse 1
D-68309 Mannheim 31
Germany

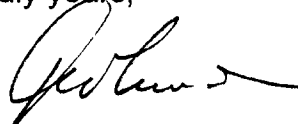
A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to the Memorandum.

Mr. Vernon A. Williams
June 30, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/30/95


Office of the Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/30/95 at 10.25AM, and assigned recordation number(s). 19511, 18816-E, 19111-RR, SS and TT.

Sincerely yours,

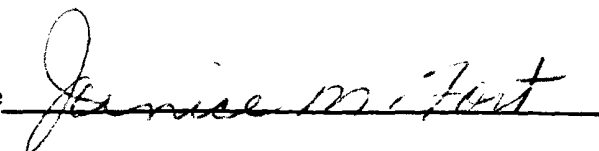

Vernon A. Williams
Secretary

Enclosure(s)

(0100675016)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



195/1
JUN 20 1995 10 25 AM
FEDERAL COMMISSION

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 20, 1995 between Asea Brown Boveri AG & Co. Leasing KG, a corporation organized and existing under the laws of the Federal Republic of Germany ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("Lessee").

WITNESSETH:

1. Pursuant to the Lease Agreement dated as of June 20, 1995 (the "Lease"), and a Lease Supplement dated as of June 28, 1995, Lessor has leased unto Lessee certain Arrow III Multiple Unit Rail Cars and ALP 44 Locomotives, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a Basic Lease Term commencing on June 28, 1995 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on June 28, 2010 with respect to the Rail Cars and on June 28, 2013 with respect to Locomotives or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

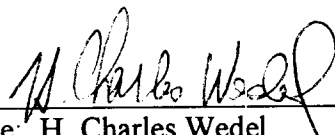
4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: Asea Brown Boveri AG & Co.
Leasing KG
Kallstadter Strasse 1
D-68309 Mannheim
Federal Republic of Germany
Attention: General Manager
Tel. #: 0621/381-6676


Lessee: New Jersey Transit Corporation
One Penn Plaza East
Newark, New Jersey 07105
Attention: Assistant Executive
Director for Corporate Affairs
Tel. #: (201) 491-7000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By: 
Name: H. Charles Wedel
Title: Chief Financial Officer and Treasurer

ASEA BROWN BOVERI AG & CO.
LEASING KG

By: 
Jurgen Mossner
General Manager

CORPORATE ACKNOWLEDGMENT

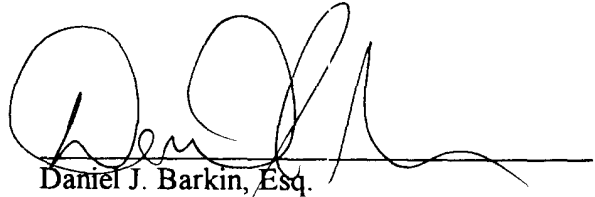
(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :

~~ELTVILLE~~
~~FRANKFURT~~

ss.:

On this 20th day of June, 1995, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Daniel J. Barkin, Esq.
An Attorney at Law of New Jersey

CORPORATE ACKNOWLEDGMENT

(Pursuant to 49 C.F.R. 1177.3)


FEDERAL REPUBLIC OF GERMANY :

~~MUNICH~~ ELTVILLE

ss.:

:

On this 20th day of June, 1995, before me personally appeared Jurgen Mossner, to me personally known, who being by me duly sworn, says that he is the General Manager of ABB Structured Finance GmbH, the Managing Partner of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Daniel J. Barkin
An Attorney at Law of New Jersey

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Seventeen (17) Arrow III multiple unit passenger rail cars, Serial Numbers as set forth below:

	<u>Serial Number</u>	<u>Car Type</u>
1.	1304	S
2.	1306	S
3.	1307	S
4.	1310	S
5.	1312	S
6.	1313	S
7.	1314	S
8.	1315	S
9.	1317	S
10.	1319	S
11.	1321	S
12.	1322	S
13.	1323	S
14.	1326	S
15.	1328	S
16.	1329	S
17.	1332	S

Five (5) ALP - 44 Locomotives, Serial Numbers are set forth below:

1.	4415	L
2.	4416	L
3.	4417	L
4.	4418	L
5.	4419	L